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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012




Name of foundation SEEDLINGS FOUNDATION		A Employer identification number 04-3600502	
Number and street (or P O box number if mail is not delivered to street address) 984 MAIN STREET		B Telephone number (see instructions) (203) 481-5740	
City or town, state, and ZIP code BRANFORD, CT 06405		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 68,483,958		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	31,240,011			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,536	4,536		
	4 Dividends and interest from securities.	945,318	945,318		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	937,824			
	b Gross sales price for all assets on line 6a _____ 9,679,995				
	7 Capital gain net income (from Part IV , line 2)		937,824		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	33,127,689	1,887,678		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	119,900	83,930		0
	c Other professional fees (attach schedule)	19,533	19,533		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,865	10,919		0
	19 Depreciation (attach schedule) and depletion	449	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	184,281	0		140,664
	24 Total operating and administrative expenses. Add lines 13 through 23	339,028	114,382		140,664
	25 Contributions, gifts, grants paid	21,230,455			21,230,455
	26 Total expenses and disbursements. Add lines 24 and 25	21,569,483	114,382		21,371,119
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	11,558,206			
	b Net investment income (if negative, enter -0-)		1,773,296		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	5,529,020	2,634,321
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	37,872,650 	52,441,774
	c	Investments—corporate bonds (attach schedule).	260,929 	145,159
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ 2,243 Less accumulated depreciation (attach schedule) ▶ _____ 1,234	1,458 	1,009
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,664,057	55,222,263
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	0	0
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	43,664,057	55,222,263
	30	Total net assets or fund balances (see page 17 of the instructions)	43,664,057	55,222,263
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	43,664,057	55,222,263

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	43,664,057
2	Enter amount from Part I, line 27a	2	11,558,206
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	55,222,263
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	55,222,263

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	937,824
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	18,314,259	44,564,641	0 410959
2010	9,737,924	41,818,197	0 232863
2009	11,145,353	32,402,274	0 343968
2008	7,279,029	43,329,611	0 167992
2007	6,184,820	53,862,168	0 114827

2	Total of line 1, column (d).	2	1 270609
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 254122
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	60,738,266
5	Multiply line 4 by line 3.	5	15,434,930
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,733
7	Add lines 5 and 6.	7	15,452,663
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	21,371,119

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	17,733
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	17,733
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	17,733
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,000
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	50
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,783
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) IL, CT _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶KAREN PRITZKER Telephone no ▶(203) 481-5740 Located at ▶235 THIMBLE ISLAND ROAD STONY CREEK CT ZIP +4 ▶06405			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KAREN PRITZKER	DIRECTOR & PRESIDENT	0	0	0
235 THIMBLE ISLANDS ROAD STONY CREEK,CT 06405	10 00			
MICHAEL VLOCK	SECRETARY & TREASURER	0	0	0
235 THIMBLE ISLANDS ROAD STONY CREEK,CT 06405	10 00			
LINDA PRITZKER	DIRECTOR	0	0	0
2120 SOUTH RESERVE STREET PMB126 MISSOULA,MT 59801	0 00			
AUDREY RATNER	DIRECTOR	0	0	0
5150 THREE VILLAGE DRIVE LYNDHURST,OH 44124	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEEDLINGS TEACHER COLLABORATIVE IS A ONE WEEK WORKSHOP OFFERED IN THE SUMMER WHOSE GOAL IS TO (A)PROMOTE COLLABORATION AMONG PUBLIC AND PRIVATE SCHOOL TEACHERS, (B) CAPTURE THE CREATIVITY OF PROJECT-BASED LEANING, AND (C) MAKE AVAILABLE A BROAD AND EXCITING ARRAY OF RESOURCES ON NEW HAVEN, CT THE GOAL IS TO PROVIDE THE THEORETICAL FRAMEWORK AND THE PRACTICAL KNOW-HOW TO DESIGN AND IMPLEMENT CURRICULAR UNITS TO STUDY NEW HAVEN, CT USING PROJECT-BASED LEARNING EACH YEAR BETWEEN 25 - 30 PRE-SCHOOL TO GRADE 5 TEACHERS ATTEND THE WORKSHOP	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	59,110,983
b	Average of monthly cash balances.	1b	2,552,231
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	61,663,214
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	61,663,214
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	924,948
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,738,266
6	Minimum investment return. Enter 5% of line 5.	6	3,036,913

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	3,036,913
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	17,733
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,733
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,019,180
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,019,180
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,019,180

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	21,371,119
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	21,371,119
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	17,733
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	21,353,386
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,019,180
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,586,628			
b From 2008.	5,252,564			
c From 2009.	9,538,627			
d From 2010.	7,696,396			
e From 2011.	16,113,301			
f Total of lines 3a through e.	42,187,516			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 21,371,119				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				3,019,180
e Remaining amount distributed out of corpus	18,351,939			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	60,539,455			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	3,586,628			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	56,952,827			
10 Analysis of line 9				
a Excess from 2008. . . .	5,252,564			
b Excess from 2009. . . .	9,538,627			
c Excess from 2010. . . .	7,696,396			
d Excess from 2011. . . .	16,113,301			
e Excess from 2012. . . .	18,351,939			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

KAREN PRITZKER

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	21,230,455
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	4,536	
4	Dividends and interest from securities. . . .			14	945,318	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	937,824	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		1,887,678	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,887,678

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash.	1a(1)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-09	*****	May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00076123
	ARMAND E ROSSI	ARMAND E ROSSI			
	Firm's name <input type="checkbox"/>	MARCUM LLP		Firm's EIN <input type="checkbox"/> 11-1986323	
		555 LONG WHARF DRIVE			
	Firm's address <input type="checkbox"/>	NEW HAVEN, CT 06511		Phone no (203) 777-1099	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
150 AAP APR 30 2012 150/1498 (1453)	P	2012-04-30	2012-11-21
50 AAP MAY 31 2012 50/1498 (1468)	P	2012-05-31	2012-11-21
150 AGCO MAR 07 2012 150/1498 (1421)	P	2012-03-07	2012-05-31
50 AZO FEB 3 2012 50/1498 (1387)	P	2012-02-03	2012-10-24
75 BCR JUNE 30 2011 75/1498 (1258)	P	2011-06-30	2012-03-08
150 BIG APR 30 2012 150/1498 (1444)	P	2012-04-30	2012-05-31
75 CAT OCT 18 2011 75/1498 (1321)	P	2011-10-19	2012-03-08
200 CBOE NOV 25 2011 575/1498_SLD#1 (1540)	P	2011-11-25	2012-08-22
425 CIE FEB 3 2012 425/1498 (1392)	P	2012-02-03	2012-09-26
75 CLF JUNE 30 2011 75/1498 (1264)	P	2011-06-30	2012-04-30
120 CMI MAY 31 2012 150/1498 (1471)	P	2012-05-31	2012-12-26
30 CMI MAY 31 2012 150/1498_SLD#1 (1599)	P	2012-05-31	2012-11-21
75 CVX JUNE 30 2011 75/1498 (1253)	P	2011-06-30	2012-02-03
3750 ENY JULY 11 2011 3750/2498 (1279)	P	2011-07-05	2012-05-16
10000 FB MAY 22 12 10000/1037_SLD#1 (1501)	P	2012-05-22	2012-05-23
50 FCX JUNE 30 2011 300/1498 (1265)	P	2011-06-30	2012-06-28
250 FCX JUNE 30 2011 300/1498_SLD#1 (1483)	P	2011-06-30	2012-05-31
250 FCX NOV 25 2011 250/1498 (1346)	P	2011-11-25	2012-06-28
475 FRX JUNE 28 2012 525/1498_SLD#1 (1632)	P	2012-06-28	2012-12-26
125 GRMN APR 30 2012 125/1498 (1450)	P	2012-04-30	2012-07-01
250 GRMN MAR 23 2012/2498 (1433)	P	2012-03-23	2012-07-01
325 INTC FEB 3 2012 875/1498 (1402)	P	2012-02-03	2012-11-21
550 INTC FEB 3 2012 875/1498_SLD#2 (1574)	P	2012-02-03	2012-10-24
525 INTC OCT 18 2011 525/1498 (1323)	P	2011-10-19	2012-09-26
450 IPG JUNE 30 2011 450/1498 (1270)	P	2011-06-30	2012-06-28
175 LII SEP 26 2012 575/1498_SLD#1 (1638)	P	2012-09-26	2012-12-26
25 MA NOV 25 2011 25/1498 (1341)	P	2011-11-25	2012-02-03
175 MCD NOV 21 2011 175/1498 (1336)	P	2011-11-21	2012-08-22
150 MPC MAY 31 2012 400/1498_SLD#1 (1535)	P	2012-05-31	2012-08-22
125 MPC MAY 31 2012 400/1498_SLD#3 (1584)	P	2012-05-31	2012-10-24

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350 MRO JUNE 30 2011 350/1498 (1255)	P	2011-06-30	2012-05-31
525 MRO NOV 25 2011 525/1498 (1338)	P	2011-11-21	2012-05-31
100 NEE FEB 3 2012 100/1498 (1399)	P	2012-02-03	2012-03-08
100 PG FEB 3 2012 175/1498_SLD#1 (1441)	P	2012-02-03	2012-04-30
125 RGA APR 11 2011 125/1498_SLD#1 (1411)	P	2011-04-11	2012-02-03
200 RIG MAY 12 2011 200/2498 (1229)	P	2011-05-12	2012-03-08
50 SI JUNE 30 2011 50/1498 (1262)	P	2011-06-30	2012-06-28
50 SI OCT 18 2011 50/1498 (1322)	P	2011-10-19	2012-06-28
200 SLB NOV 25 2011 200/1498 (1339)	P	2011-11-21	2012-03-08
150 TOT FEB 3 2012 400/1498 (1393)	P	2012-02-03	2012-06-28
250 TOT FEB 3 2012 400/1498_SLD#1 (1486)	P	2012-02-03	2012-05-31
125 TSO APR 30 2012 200/1498_SLD#2 (1537)	P	2012-04-30	2012-08-22
275 TSO MAR 23 2012 275/1498 (1429)	P	2012-03-23	2012-08-22
125 UNH JULY 25 2012 625/1498_SLD#1 (1640)	P	2012-07-25	2012-12-26
75 VZ AUG 22 2012 500/1498_SLD#2 (1582)	P	2012-08-22	2012-10-24
100 VZ MAY 31 2012 100/1498 (1476)	P	2012-05-31	2012-10-24
625 VZ OCT 18 2011 625/1498 (1329)	P	2011-10-19	2012-03-23
275 WAG OCT 18 2011 275/1498 (1316)	P	2011-10-19	2012-07-01
175 WDC MAY 31 2012 175/1498 (1478)	P	2012-05-31	2012-08-22
300 XLU OCT 18 2011 525/6498 (1326)	P	2011-10-19	2012-07-01
225 XLU OCT 18 2011 525/6498_SLD#1 (1442)	P	2011-10-19	2012-04-30
6000 AMZN JULY 18 08 27322/1037_SLD#4 (1586)	P	2010-12-30	2012-11-15
3160 AMZN JULY 18 08 27322/1037_SLD#5 (1651)	P	2010-12-30	2012-12-31
10442 AXE DEC 29 05 10,442/1037 (86)	P	2005-12-29	2012-12-14
14000 CSCO JAN 04 06 14,000/1037 (95)	P	2006-01-04	2012-12-14
9000 CSCO MAY 12 06 9,000/1037 (96)	P	2006-05-12	2012-12-14
10000 EEM APR 11 07 10,000/2037_SLD#1 (1650)	P	2007-04-11	2012-11-15
10000 EEM APR 11 07 10,000/2037_SLD#2 (1610)	P	2007-04-11	2012-12-14
1120 EEM MAY 12 06 7,500/2037 (111)	P	2006-05-12	2012-11-15
8880 EEM SEP 27 06 2,960/2037 (112)	P	2006-09-27	2012-11-15

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7500 EFA NOV 23 05 39,400/2037_SLD#5 (1608)	P	2005-11-23	2012-12-14
1075 MRK AUG 03 05 4,750/1037_SLD#1 (1611)	P	2005-08-03	2012-12-14
6800 MRK AUG 03 05 6,800/1037 (119)	P	2005-08-03	2012-12-14
3300 MRK FEB 22 05 3,300/1037 (116)	P	2005-02-22	2012-12-14
3400 MRK JUL 15 05 3,400/1037 (118)	P	2005-07-15	2012-12-14
6600 MRK JUL 15 05 6,600/1037 (117)	P	2005-07-15	2012-12-14
20000 NWS APR 11 07 20,000/1037 (124)	P	2007-04-11	2012-11-15
5 AAPL DEC 17 07 40/1498 (371)	P	2007-12-17	2012-09-26
10 AAPL DEC 17 07 40/1498_SLD#2 (1438)	P	2007-12-17	2012-03-23
20 AAPL FEB 29 08 75/1498_SLD#3 (1644)	P	2008-02-28	2012-12-26
30 AAPL JAN 28 08 50/1498 (276)	P	2008-01-28	2012-12-26
20 AAPL JAN 28 08 50/1498_SLD#1 (1553)	P	2008-01-28	2012-09-26
400 ABC DEC 10 2009 400/1498 (938)	P	2009-12-10	2012-09-26
175 ABC DEC 28 2009 175/1498 (957)	P	2009-12-28	2012-09-26
300 ACE JAN 13 2011 375/1498 (1172)	P	2011-01-13	2012-08-22
25 ADS JUNE 30 2011 200/1498_SLD#1 (1552)	P	2011-06-30	2012-09-26
100 AMT FEB 17 2010 100/1498 (978)	P	2010-02-17	2012-02-03
190 AMT MAR 31 2009 190/1498 (782)	P	2009-03-31	2012-02-03
70 AMZN JUNE 30 2009 70/1498 (832)	P	2008-06-30	2012-03-23
275 AZN JAN 13 2011 325/1498 (1174)	P	2011-01-13	2012-07-01
50 AZN JAN 13 2011 325/1498_SLD#1 (1413)	P	2011-01-13	2012-02-03
200 AZN OCT 1 2010 375/1498 (1124)	P	2010-10-01	2012-02-03
25 AZO JAN 13 2011 25/1498 (1185)	P	2011-01-31	2012-10-24
50 BIIB MAR 06 2009 160/1498_SLD#1 (1481)	P	2009-03-06	2012-05-31
175 CB JULY 27 2007 175/1498 (408)	P	2007-07-27	2012-03-23
225 CCE DEC 28 2009 650/1498 (955)	P	2009-12-28	2012-07-01
250 CCE FEB 17 2010 250/1498 (970)	P	2010-02-12	2012-07-01
50 CMG APR 11 2011 50/1498 (1195)	P	2011-04-11	2012-09-26
195 CMI JUN 21 06 255/1498 (161)	P	2006-06-21	2012-11-21
50 CMI MAY 12 2011 50/1498 (1233)	P	2011-05-12	2012-11-21

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75 COF DEC 28 2009 300/1498_SLD#1 (1598)	P	2009-12-28	2012-11-21
250 COP APR 11 2011 250/1498 (1198)	P	2011-04-11	2012-09-26
25 COP JAN 13 2011 225/1498 (1171)	P	2011-01-13	2012-09-26
200 COP JAN 13 2011 225/1498_SLD#1 (1647)	P	2011-01-13	2012-07-25
50 COST OCT 1 2010 175/1498_SLD#3 (1508)	P	2010-10-01	2012-07-01
375 CPO JAN 13 2011 375/1498 (1187)	P	2011-01-31	2012-07-01
175 CPO JUNE 30 2011 175/1498 (1259)	P	2011-06-30	2012-07-01
50 CPO OCT 1 2010 475/1498 (1119)	P	2010-10-01	2012-05-31
250 CPO OCT 1 2010 475/1498_SLD#2 (1409)	P	2010-10-01	2012-02-03
125 CTSH AUG 31 2009 125/1498 (895)	P	2009-08-31	2012-02-03
25 CTSH DEC 10 2009 100/1498 (939)	P	2009-12-10	2012-06-28
75 CTSH DEC 10 2009 100/1498_SLD#1 (1414)	P	2009-12-10	2012-02-03
75 CTSH JAN 13 2011 75/1498 (1179)	P	2011-01-13	2012-06-28
75 CTSH JUNE 08 2010 75/1498 (1060)	P	2010-06-08	2012-06-28
50 CVX APR 27 2010 50/1498 (1023)	P	2010-04-27	2012-02-03
75 CVX JUNE 08 2010 75/1498 (1051)	P	2010-06-08	2012-02-03
75 CVX JUNE 28 2007 125/1498 (406)	P	2007-06-28	2012-02-03
50 CVX MAR 05 2010 50/1498 (994)	P	2010-03-05	2012-02-03
75 CVX SEP 14 2010 75/1498 (1085)	P	2010-09-14	2012-02-03
55 DHR FEB 17 2010 75/1498_SLD#2 (1572)	P	2010-02-17	2012-10-24
45 DHR NOV 19 2004 175/1498 (206)	P	2004-11-19	2012-10-24
225 DPS SEP 14 2010 725/1498 (1088)	P	2010-09-14	2012-06-28
500 DPS SEP 14 2010 725/1498_SLD#1 (1482)	P	2010-09-14	2012-05-31
500 EFA AUG 31 2009 500/6498 (883)	P	2009-08-31	2012-08-01
3075 EFA JAN 26 2009 3925/2498 (650)	P	2009-01-26	2012-08-01
1000 EFA SEP 2 2009 1000/2498 (898)	P	2009-09-02	2012-08-01
100 EL DEC 10 2009 125/1498 (934)	P	2009-12-10	2012-09-26
25 EL DEC 28 2009 75/1498 (952)	P	2009-12-28	2012-10-24
125 EL DEC 28 2009 75/1498_SLD#1 (1554)	P	2009-12-28	2012-09-26
150 EL MAR 05 2010 75/1498 (993)	P	2010-03-05	2012-10-24

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450 EMC DEC 10 2009 450/1498 (940)	P	2009-12-10	2012-03-08
75 EMC FEB 17 2010 250/1498_SLD#1 (1428)	P	2010-02-17	2012-03-08
100 FCX JAN 13 2011 50/1498 (1182)	P	2011-01-13	2012-05-31
100 FCX OCT 1 2010 50/1498 (1127)	P	2010-10-01	2012-05-31
75 FCX SEP 14 2010 175/1498 (1100)	P	2010-09-14	2012-05-31
5819 957 FDAAX JULY 08 2010 11824 324/4498 (1080)	P	2010-07-08	2012-02-01
50 FFIV APR 11 2011 50/1498 (1207)	P	2011-04-11	2012-08-22
50 FFIV DEC 28 2009 70/1498 (959)	P	2009-12-28	2012-08-22
40111 643 FVHIX JULY 08 2010 55263 158/4498 (1082)	P	2010-07-08	2012-02-01
125 GE APR 25 08 130/1498_SLD#4 (1637)	P	2008-04-30	2012-12-26
225 GE FEB 29 2008 275/1498 (304)	P	2008-02-28	2012-12-26
50 GE FEB 29 2008 275/1498_SLD#1 (1439)	P	2008-02-28	2012-04-30
725 GE JAN 25 2006 820/1498 (415)	P	2006-01-25	2012-04-30
275 HON JAN 13 2011 275/1498 (1177)	P	2011-01-13	2012-11-21
65 IBM FEB 22 2005 150/1498 (227)	P	2005-02-22	2012-10-24
50 IBM FEB 22 2005 150/1498_SLD#2 (1440)	P	2005-02-22	2012-04-30
15 IBM OCT 18 2011 75/1498 (1324)	P	2011-10-19	2012-12-26
10 IBM OCT 18 2011 75/1498_SLD#1 (1575)	P	2011-10-19	2012-10-24
50 IBM OCT 18 2011 75/1498_SLD#4 (1604)	P	2011-10-19	2012-11-21
75 ICE APR 11 2011 75/1498 (1200)	P	2011-04-11	2012-05-31
25 IHS APR 11 2011 125/1498 (1203)	P	2011-04-11	2012-12-26
50 IHS APR 11 2011 125/1498_SLD#1 (1488)	P	2011-04-11	2012-06-28
50 IHS APR 11 2011 125/1498_SLD#2 (1600)	P	2011-04-11	2012-11-21
50 IHS JUNE 30 2011 50/1498 (1261)	P	2011-06-30	2012-12-26
100 IHS MAY 12 2011 100/1498 (1235)	P	2011-05-12	2012-12-26
175 INTU JAN 13 2011 175/1498 (1180)	P	2011-01-13	2012-03-08
75 INTU SEP 14 2010 275/1498 (1097)	P	2010-09-14	2012-03-08
450 IPG APR 11 2011 450/1498 (1196)	P	2011-04-11	2012-06-28
925 IPG JAN 13 2011 925/1498 (1166)	P	2011-01-13	2012-06-28
6900 IVW JAN 13 2011 6900/1498 (1188)	P	2011-01-31	2012-10-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
90 IYZ MAY 23 2006 630/6498_SLD#1 (1487)	P	2006-05-23	2012-06-28
500 IYZ MAY 23 2006 630/6498_SLD#2 (1557)	P	2006-05-23	2012-09-26
335 IYZ NOV 21 2005 530/6498 (417)	P	2005-11-21	2012-06-28
75 JPM DEC 08 08 150/1498_SLD#2 (1410)	P	2008-12-08	2012-02-03
150 LBTYA APR 27 2010 150/6498 (1021)	P	2010-04-27	2012-06-28
300 LBTYA DEC 28 2009 375/1498 (951)	P	2009-12-28	2012-06-28
150 LLY JUNE 30 2011 225/1498_SLD#1 (1639)	P	2011-06-30	2012-12-26
170 M JUNE 02 2009 745/1498 (827)	P	2008-06-30	2012-10-24
55 M MAR 5 2010 125/1498_SLD#1 (1577)	P	2010-03-05	2012-10-24
350 MRO MAY 12 2011 350/1498 (1232)	P	2011-05-12	2012-05-31
175 NEE OCT 1 2010 325/1498 (1128)	P	2010-10-01	2012-03-08
275 NVLS SEP 14 2010 275/1498 (1098)	P	2010-09-14	2012-02-03
125 NVS APR 11 2011 125/1498 (1202)	P	2011-04-11	2012-04-30
150 NVS SEP 14 2010 150/1498 (1092)	P	2010-09-14	2012-04-30
125 ORCL OCT 26 2006 950/1498_SLD#4 (1485)	P	2006-10-26	2012-05-31
125 OXY APR 11 2011 125/1498 (1199)	P	2011-04-11	2012-12-26
5 OXY JAN 28 08 50/1498 (279)	P	2008-01-28	2012-07-01
60 OXY OCT 22 2008 60/1498 (580)	P	2008-10-22	2012-07-01
40 OXY SEP 14 2010 175/1498 (1087)	P	2010-09-14	2012-12-26
135 OXY SEP 14 2010 175/1498_SLD#1 (1509)	P	2010-09-14	2012-07-01
1216 184 PCRIX AUG 27 2009 13210 04/6498 (882)	P	2009-08-31	2012-05-16
11993 856 PCRIX AUG 27 2009	P	2009-08-31	2012-03-10
6281 408 PCRIX FEB 12 2010 6281 408/2498 (969)	P	2010-02-12	2012-05-16
8026 484 PCRIX FEB 23 2006 16701 183/6498 (275)	P	2006-02-23	2012-02-01
10314 91 PCRIX MAR 03/ 2010	P	2010-03-05	2012-05-16
6218 728 PCRIX MAR 16 2006 6218 728/6498 (445)	P	2006-03-16	2012-02-01
9276 332 PHIY JUNE 30 2008 29867 257/4498 (490)	P	2008-06-30	2012-10-18
2711 497 PHIY JUNE 30 2008	P	2008-06-30	2012-02-01
50 PRGO JULY 24 2008 150/1498_SLD#1 (1605)	P	2008-07-24	2012-11-21
237 PSX APR 11, 2011 125/1498 (1459)	P	2011-04-11	2012-06-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
0 5 PSX JAN 13, 2011 112 5/1498_SLD#2 (1461)	P	2011-01-13	2012-05-23
150 RHT FEB 17 2010 150/1498 (980)	P	2010-02-17	2012-10-24
155 RHT JAN 26 2009 655/1498 (646)	P	2008-06-30	2012-10-24
200 RHT JAN 26 2009 655/1498_SLD#3 (1579)	P	2008-06-30	2012-10-24
10 RIG JUNE 02 2009 110/2498 (831)	P	2008-06-30	2012-03-08
75 RIG OCT 1, 2009 75/2498 (901)	P	2009-10-02	2012-03-08
50 RIG OCT 30 2009 50/2498 (919)	P	2009-10-30	2012-03-08
75 TEVA APR 27 2010 75/1498 (1032)	P	2010-04-27	2012-05-31
100 TEVA JAN 28 2008 175/1498 (282)	P	2008-01-28	2012-05-31
4281 345 TFSCX MAR 16 2006	P	2006-03-16	2012-02-01
100 TJX APR 27 2010 275/1498_SLD#2 (1539)	P	2010-04-27	2012-08-22
100 TJX APR 27 2010 275/1498_SLD#3 (1555)	P	2010-04-27	2012-09-26
100 TRV APR 27 2010 100/1498 (1026)	P	2010-04-27	2012-08-22
100 TRV JULY 27 2007 125/1498 (439)	P	2007-07-27	2012-08-22
105 URS DEC 29 08 375/1498 (590)	P	2008-12-29	2012-02-03
40 URS JUNE 02 2009 40/1498 (829)	P	2008-06-30	2012-02-03
180 URS MAR 06 2009 180/1498 (780)	P	2009-03-06	2012-02-03
225 USB JUNE 30 2011 1300/1498_SLD#1 (1641)	P	2011-06-30	2012-12-26
100 VMW JUNE 08 2010 200/1498 (1058)	P	2010-06-08	2012-10-24
50 VMW JUNE 08 2010 200/1498_SLD#1 (1426)	P	2010-06-08	2012-03-08
50 VMW JUNE 08 2010 200/1498_SLD#2 (1556)	P	2010-06-08	2012-09-26
75 WAG JAN 13 2011 300/1498 (1169)	P	2011-01-13	2012-07-01
225 WAG JAN 13 2011 300/1498_SLD#1 (1437)	P	2011-01-13	2012-03-23
325 WDR MAR 05 2010 550/1498 (999)	P	2010-03-05	2012-03-08
225 WDR MAR 05 2010 550/1498_SLD#1 (1412)	P	2010-03-05	2012-02-03
115 WFC MAR 06 2009 220/1498_SLD#1 (1642)	P	2009-03-06	2012-12-26
160 WFC SEP 26 2008 470/1498 (553)	P	2008-09-26	2012-12-26
75 WPI AUG 31 2009 75/1498 (894)	P	2009-08-31	2012-03-23
25 WPI JAN 26 2009 75/1498 (648)	P	2009-01-26	2012-03-23
110 WPI JULY 24 2009 110/1498 (863)	P	2008-06-30	2012-03-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
265 WPI MAR 31 2009 265/1498 (789)	P	2009-03-31	2012-03-23
225 XLB APR 11 2011 800/1498 (1210)	P	2011-04-11	2012-08-22
575 XLB APR 11 2011 800/1498_SLD#1 (1510)	P	2011-04-11	2012-07-01
45 XLB APR 27 2009 120/1498 (812)	P	2009-04-27	2012-06-28
75 XLB APR 27 2009 120/1498_SLD#1 (1484)	P	2009-04-27	2012-05-31
330 XLB AUG 31 2009 330/6498 (897)	P	2009-08-31	2012-06-28
200 XLB OCT 1 2009 200/6498 (905)	P	2009-10-02	2012-06-28
125 XLB OCT 1 2010 125/6498 (1129)	P	2010-10-01	2012-07-01
100 XLB OCT 31 2009 100/6498 (927)	P	2009-10-30	2012-06-28
150 XLU APR 27 2010 150/6498 (1040)	P	2010-04-27	2012-04-30
30 XLU AUG 28 2008 30/1498 (519)	P	2008-08-28	2012-04-30
150 XLU DEC 28 2009 150/6498 (962)	P	2009-12-28	2012-04-30
570 XLU MAR 20 2007 1010/6498 (442)	P	2007-03-20	2012-04-30
125 XLU MAR 20 2007 1010/6498_SLD#2 (1415)	P	2007-03-20	2012-02-03
225 XLU MAR 20 2007 1010/6498_SLD#3 (1427)	P	2007-03-20	2012-03-08
150 XLU OCT 1 2009 150/6498 (906)	P	2009-10-02	2012-04-30
275 XLU SEP 14 2010 275/1498 (1103)	P	2010-09-14	2012-04-30
350 XLY OCT 1 2010 1250/6498_SLD#1 (1416)	P	2010-10-01	2012-02-03
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,586		13,322	-1,736
3,862		3,641	221
6,039		7,627	-1,588
18,544		17,548	996
7,000		8,113	-1,113
5,588		5,220	368
8,469		6,095	2,374
5,786		5,144	642
10,350		8,588	1,762
4,969		6,522	-1,553
12,939		11,902	1,037
2,852		2,975	-123
7,764		7,411	353
57,917		78,287	-20,370
398,890		380,000	18,890
1,580		2,411	-831
8,060		12,057	-3,997
7,902		8,995	-1,093
16,929		15,889	1,040
5,770		5,615	155
8,243		11,769	-3,526
6,487		8,661	-2,174
11,825		14,658	-2,833
12,096		12,232	-136
4,509		5,238	-729
9,280		8,810	470
8,879		8,767	112
15,275		16,027	-752
7,481		5,494	1,987
6,927		4,579	2,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,756		10,363	-1,607
13,135		13,498	-363
5,955		5,966	-11
6,673		6,375	298
6,814		7,687	-873
10,815		13,580	-2,765
4,011		6,628	-2,617
4,011		5,085	-1,074
15,476		13,834	1,642
6,346		7,942	-1,596
11,010		13,237	-2,227
4,895		2,926	1,969
10,769		7,994	2,775
6,916		6,920	-4
3,402		3,311	91
4,536		4,154	382
24,664		23,006	1,658
9,463		9,083	380
7,934		5,922	2,012
11,295		10,074	1,221
7,899		7,555	344
1,356,720		1,101,900	254,820
795,870		580,334	215,536
641,399		410,214	231,185
278,565		251,079	27,486
179,078		184,677	-5,599
410,416		401,472	8,944
431,212		401,472	29,740
45,967		56,846	-10,879
364,449		450,704	-86,255

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
417,578		437,775	-20,197
48,315		43,504	4,811
305,622		209,779	95,843
148,316		133,547	14,769
152,811		137,594	15,217
296,633		267,095	29,538
490,580		502,790	-12,210
3,507		929	2,578
5,957		1,859	4,098
10,476		2,400	8,076
15,714		3,914	11,800
14,030		2,609	11,421
15,544		9,908	5,636
6,800		4,600	2,200
21,925		18,216	3,709
3,569		2,281	1,288
6,296		4,265	2,031
11,962		6,025	5,937
12,862		5,678	7,184
12,839		12,763	76
2,408		2,321	87
9,634		10,424	-790
9,272		6,330	2,942
6,585		2,216	4,369
12,040		9,018	3,022
6,055		4,727	1,328
6,727		4,814	1,913
16,893		13,693	3,200
18,540		5,497	13,043
4,754		5,895	-1,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,145		2,905	1,240
14,307		20,152	-5,845
1,431		5,227	-3,796
11,476		9,827	1,649
4,803		3,247	1,556
17,699		17,572	127
8,259		9,431	-1,172
2,616		1,902	714
13,940		9,509	4,431
8,868		4,432	4,436
1,454		1,112	342
5,321		3,336	1,985
4,361		5,645	-1,284
4,361		3,882	479
5,176		4,045	1,131
7,764		5,565	2,199
7,764		6,334	1,430
5,176		3,690	1,486
7,764		5,858	1,906
2,913		1,967	946
2,384		1,300	1,084
9,599		8,594	1,005
20,370		19,099	1,271
25,146		26,299	-1,153
154,649		118,180	36,469
50,292		53,068	-2,776
6,193		2,466	3,727
1,593		602	991
7,741		3,009	4,732
9,558		4,661	4,897

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,865		7,668	5,197
2,144		1,279	865
3,224		5,878	-2,654
3,224		4,363	-1,139
2,418		2,973	-555
52,147		51,681	466
5,125		4,692	433
5,125		2,625	2,500
79,822		76,212	3,610
2,629		4,127	-1,498
4,732		7,646	-2,914
979		1,699	-720
14,195		23,787	-9,592
16,110		14,831	1,279
12,677		6,077	6,600
10,105		4,675	5,430
2,913		2,805	108
1,950		1,870	80
9,282		9,349	-67
9,446		9,140	306
2,417		2,183	234
5,209		4,366	843
4,310		4,366	-56
4,835		4,094	741
9,670		8,762	908
10,108		8,405	1,703
4,332		3,354	978
4,509		5,611	-1,102
9,268		10,257	-989
513,700		455,983	57,717

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,963		2,232	-269
13,065		12,400	665
7,306		7,943	-637
2,777		2,148	629
7,163		4,385	2,778
14,326		6,441	7,885
7,362		5,534	1,828
6,864		1,899	4,965
2,221		1,095	1,126
8,756		11,030	-2,274
10,421		9,634	787
12,855		6,511	6,344
6,832		6,905	-73
8,198		8,045	153
3,271		2,348	923
9,864		12,702	-2,838
434		309	125
5,212		2,824	2,388
3,156		3,131	25
11,727		10,568	1,159
7,784		9,207	-1,423
82,278		90,793	-8,515
40,201		50,000	-9,799
55,062		112,692	-57,630
66,015		84,067	-18,052
42,660		87,000	-44,340
115,083		99,752	15,331
25,000		24,540	460
5,023		1,804	3,219
7,781		8,424	-643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16		16	0
7,212		4,160	3,052
7,452		2,133	5,319
10,348		2,752	7,596
541		789	-248
4,056		6,340	-2,284
2,704		4,420	-1,716
2,900		4,599	-1,699
3,867		4,465	-598
70,000		85,028	-15,028
4,536		2,352	2,184
4,483		2,352	2,131
6,439		5,270	1,169
6,439		5,033	1,406
4,255		3,887	368
1,621		1,903	-282
7,293		5,081	2,212
7,276		5,524	1,752
8,491		6,979	1,512
5,090		3,490	1,600
5,004		3,490	1,514
2,581		3,036	-455
7,625		9,108	-1,483
10,306		11,109	-803
6,367		7,691	-1,324
4,009		1,220	2,789
5,577		5,681	-104
4,385		2,625	1,760
1,462		585	877
6,432		3,656	2,776

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,495		7,713	7,782
8,143		9,141	-998
20,366		23,361	-2,995
1,517		1,107	410
2,542		1,845	697
11,127		9,834	1,293
6,744		6,228	516
4,427		4,145	282
3,372		3,084	288
5,266		4,522	744
1,053		1,121	-68
5,266		4,700	566
20,011		22,116	-2,105
4,309		4,850	-541
7,834		8,730	-896
5,266		4,444	822
9,654		8,695	959
14,442		11,823	2,619
648			648

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,736
			221
			-1,588
			996
			-1,113
			368
			2,374
			642
			1,762
			-1,553
			1,037
			-123
			353
			-20,370
			18,890
			-831
			-3,997
			-1,093
			1,040
			155
			-3,526
			-2,174
			-2,833
			-136
			-729
			470
			112
			-752
			1,987
			2,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,607
			-363
			-11
			298
			-873
			-2,765
			-2,617
			-1,074
			1,642
			-1,596
			-2,227
			1,969
			2,775
			-4
			91
			382
			1,658
			380
			2,012
			1,221
			344
			254,820
			215,536
			231,185
			27,486
			-5,599
			8,944
			29,740
			-10,879
			-86,255

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-20,197
			4,811
			95,843
			14,769
			15,217
			29,538
			-12,210
			2,578
			4,098
			8,076
			11,800
			11,421
			5,636
			2,200
			3,709
			1,288
			2,031
			5,937
			7,184
			76
			87
			-790
			2,942
			4,369
			3,022
			1,328
			1,913
			3,200
			13,043
			-1,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,240
			-5,845
			-3,796
			1,649
			1,556
			127
			-1,172
			714
			4,431
			4,436
			342
			1,985
			-1,284
			479
			1,131
			2,199
			1,430
			1,486
			1,906
			946
			1,084
			1,005
			1,271
			-1,153
			36,469
			-2,776
			3,727
			991
			4,732
			4,897

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,197
			865
			-2,654
			-1,139
			-555
			466
			433
			2,500
			3,610
			-1,498
			-2,914
			-720
			-9,592
			1,279
			6,600
			5,430
			108
			80
			-67
			306
			234
			843
			-56
			741
			908
			1,703
			978
			-1,102
			-989
			57,717

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-269
			665
			-637
			629
			2,778
			7,885
			1,828
			4,965
			1,126
			-2,274
			787
			6,344
			-73
			153
			923
			-2,838
			125
			2,388
			25
			1,159
			-1,423
			-8,515
			-9,799
			-57,630
			-18,052
			-44,340
			15,331
			460
			3,219
			-643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			3,052
			5,319
			7,596
			-248
			-2,284
			-1,716
			-1,699
			-598
			-15,028
			2,184
			2,131
			1,169
			1,406
			368
			-282
			2,212
			1,752
			1,512
			1,600
			1,514
			-455
			-1,483
			-803
			-1,324
			2,789
			-104
			1,760
			877
			2,776

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,782
			-998
			-2,995
			410
			697
			1,293
			516
			282
			288
			744
			-68
			566
			-2,105
			-541
			-896
			822
			959
			2,619
			648

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY FOR JEWISH RELIGION 6301 RIVERDALE AVENUE RIVERDALE,NY 10471	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
AMERICAN JEWISH COMMITTEE 165 EAST 56 STREET SUITE 629 NEWYORK,NY 10022	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
AMISTAD ACADEMY INC (ACHIEVEMENT FIRST) 403 JAMES STREET NEW HAVEN,CT 06513	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	300,000
BATES COLLEGE 146 WOOD STREET 207 CANHAM HOUSE LEWISTON,ME 04240	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	149,754
BRANFORD BOARD OF EDUCATION 1111 MAIN STREET BRANFORD,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	155,917
BULLETIN OF THE ATOMIC SCIENTISTS 77 W WASHINGTON STREET SUITE 2120 CHICAGO,IL 60602	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
CALVIN HILL DAY CARE CENTER 150 HIGHLAND STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	23,175
CAPITOL REGION EDUCATION COUNCIL FOUNDATION 111 CHAPTER OAK AVENUE HARTFORD,CT 06106	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
CASA OTONAL INC 148 SYLVAN AVENUE NEW HAVEN,CT 06519	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	30,000
CENTRAL CONNECTICUT COAST YMCA 28 SCHOOL STREET BRANFORD,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
CHESTNUT HILL CONCERTS INC PO BOX 183 GUILFORD,CT 06437	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	2,000
CLIFFORD BEERS CLINIC INC 93 EDWARDS STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	210,000
COLLEGE GOLF FELLOWSHIP 1217 LAYSAN TEAL DRIVE ROSEVILLE,CA 95747	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
COMMUNITY FOUNDATION FOR GREATER NEW HAVEN 70 AUDUBON STREET NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	22,500
COMUNITY PARTNERS INTERNATIONAL 225 BUSH STREET 590 SAN FRANCISCO,CA 94104	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONNECTICUT CENTER FOR ARTS & TECHNOLOGY INC 3190 WHITNEY AVENUE BUILDING 7 HAMDEN,CT 06518	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	500,000
CONNECTICUT COUNCIL FOR EDUCATION REFORM 195 CHURCH STREET 7TH FLOOR NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	300,000
CONNECTICUT NEWS PROJECT INC 1049 ASYLUM AVENUE 2ND FLOOR HARTFORD,CT 06105	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	160,000
CONNECTICUT PLAYERS FOUNDATION (LONG WHARF THEATRE) 222 SARGENT DRIVE NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	347,500
CONNECTICUT VOICES FOR CHILDREN 33 WHITNEY AVENUE NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	93,295
CONNECTICUT WOMEN'S HALL OF FAME 320 FITCH STREET NEW HAVEN,CT 06515	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	40,000
CREATIVE ARTS WORKSHOP INC 80 AUDUBON STREET NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
ELLIE WIESEL FOUNDATION FOR HUMANITY INC 555 MADISON AVENUE 20TH FLOOR NEWYORI,NY 10022	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	100,000
ELM SHAKESPEARE FOUNDATION PO BOX 206029 NEW HAVEN,CT 06520	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	9,000
EMANUEL CONGREGATION 5959 NORTH SHERIDAN ROAD CHICAGO,IL 60660	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	35,000
ERIE FAMILY HEALTH CENTER INC 1701 W SUPERIOR 3RD FLOOR CHICAGO,IL 60622	N/A	PUBLIC	HUMANITARIAN/EDUCTIONAL/COMMUNITY	17,000
FAMILY REENTRY INC 9 MOTT AVENUE SUITE 104 NORWALK,CT 06850	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
FJC (POVERUP) 520 8TH AVENUE 20TH FLOOR NEW YORK,NY 10018	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
FOOTE SCHOOL ASSOCIATION 50 LOOMIS PLACE NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	255,365
FORCE FILM FOUNDATION INC 505 WEST END AVENUE APT 1A NEW YORK,NY 10024	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	150,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRANCIS W PARKER SCHOOL 330 WEST WEBSTER AVENE CHICAGO,IL 60614	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	231,445
FRIENDS OF BERMUDA MARITIME MUSEUM PO BOX MA 133 SANDYS MA BX BD	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
FRIENDS OF YALE NEW HAVEN CHILDREN'S HOSPITAL PO BOX 1849 NEW HAVEN,CT 06508	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	3,000
FUND FOR INNOVATIVE TV (MEDIA BURN) 4270 W IRVING PARK ROAD CHICAGO,IL 60641	N/A	PUBLIC	HUMANITARIAN/EDUCTIONAL/COMMUNITY	2,000
FUNDAMENTAL LEARING CENTER INC 917 S GLENDALE WICHITA,KS 67218	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
GAYLORD HOSPITAL PO BOX 400/GAYLORD FARM ROAD WALLINGFORD,CT 06492	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	15,000
GEORGE W BUSH FOUNDATION 6116 NORTH CENTRAL EXPRESSWAY SUITE 400 DALLAS,TX 75206	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	1,000,000
GODFREY MEMORIAL LIBRARY 134 NEWFIELD STREET MIDDLETOWN,CT 06457	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	35,000
GOODSPEED OPERA HOUSE FOUNDATION 6 MAIN STREET PO BOX A EAST HADDAM,CT 06423	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	3,000
GRAMEEN RESEARCH INC 500 WEST CUMMINGS PARK SUITE 5400 WOBURN,MA 01801	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	342,000
HABITAT FOR HUMANITY 270 PEACHTREE STREET NW SUITE 1300 ATLANTA,GA 30303	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	375,000
HAMDEN HALL COUNTRY DAY SCHOOL 1108 WHITNEY AVENUE HAMDEN,CT 06517	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
HARLEM LACROSSE & LEADERSHIP 40 HARRISON STREET APT 18C NEW YORK,NY 10013	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	55,000
HARTFORD SAGE 50 CHURCH STREET HARTFORD,CT 06103	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
HASTINGS CENTER INC 21 MALCOLM GORDON ROAD GARRISON,NY 10524	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	75,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIDDEN ACRES THERAPEUTIC RIDING CENTER INC 45 GABRIEL DRIVE NAUGATUCK,CT 06770	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	2,500
HIGH JUMP 59 WEST NORTH BOULEVARD CHICAGO,IL 60610	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	75,000
HIGH SCHOOL IN THE COMMUNITY NEW HAVEN PUBLIC SCHOOLS - 175 WATER STREET NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	1,650
HOPKINS SCHOOL 986 FOREST ROAD NEW HAVEN,CT 06515	N/A	PUBLIC	HUMANITARIAN EDUCATIONAL/COMMUNITY	70,000
HUDSON WEST PRODUCTIONS INC 6 GLENGARY ROAD CROTON ON HUDSON,NY 10520	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	75,000
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH STREET SUITE 1700 CHICAGO,IL 60616	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	1,000,000
INNOCENCE PROJECT INC 100 FIFTH AVENUE 3RD FLOOR NEW YORK,NY 10011	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	15,000
INSTITUTE FOR NEURODEGENERATIVE DISORDERS 60 TEMPLE STREET SUITE 8B NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	31,250
INTERNATIONAL FESTIVAL OF ARTS & IDEAS 195 CHURCH STREET 12TH FLOOR NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EUCATIONAL/COMMUNITY	50,000
JAMES BLACKSTONE MEMORIAL LIBRARY 758 MAIN STREET BRANFORD,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
JAZZ AT LINCOLN CENTER 33 WEST 60TH STREET NEW YORK,NY 10023	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	221,666
JEWISH FEDERATION OF GREATER NEW HAVEN 360 AMITY ROAD WOODBRIDGE,CT 06525	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	225,000
LEAP- LEADERSHIPEDUCATION & ATHLETICS IN PARTNERSHIP 31 JEFFERSON STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCTIONAL/COMMUNITY	145,000
LIVINGLABS FOUNDATION INC 419 PARK AVENUE SOUTH 2ND FLOOR NEW YORK,NY 10016	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	100,000
MICHAEL J FOX FOUNDATION FOR PARKINSON'S RESEARCH 90 BROAD STREET 10TH FLOOR NEW YORK,NY 10004	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	525,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MICHAEL LYNCH MEMORIAL FOUNDATION 2911 LAWTON AVENUE BRONX,NY 10465	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	15,000
MUSIC HAVEN PO BOX 207332 NEW HAVEN,CT 06520	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
MY HERO PROJECT INC 1278 GLENNEYRE 286 LAGUNA BEACH,CA 92561	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	566,109
NATIONAL DIAPER BANK NETWORK 129 CHURCH STREET SUITE 611 NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
NEIGHBORHOOD HOUSING SERVICES OF NEW HAVEN 333 SHERMAN AVENUE NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	150,000
NETWORK FOR TEACHING ENTREPRENEURSHIP (NFTE) 152 WEST 57TH STREET 52ND FLOOR NEW YORK,NY 10019	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	520,000
NEW HAVEN READS 45 BRISTOL STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
NORTHWESTERN MEMORIAL FOUNDATION 251 EAST HURON STREET SUITE 3-200 CHICAGO,IL 60611	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
NORTHWESTERN UNIVERSITY (CENTER OF WRONGFUL CONVICTIONS) 2020 RIDGE AVENUE 3RD FLOOR EVANSTON,IL 60208	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	90,000
ONLINE JOURNALISM PROJECT INC 493 CENTRAL AVENUE NEW HAVEN,CT 06515	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	78,000
PEACEJAM FOUNDATION 1231 MOOSE HILL ROAD GUILFORD,CT 06437	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	12,000
PHILANTROPY ROUNDTABLE 1730 M STREET NW WASHINGTON,DC 20036	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND 345 WHITNEY AVENUE NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	35,000
PRITZKER MILITARY LIBRARY 610 NORTH FAIRBANKS COURT 2ND FLOOR CHICAGO,IL 60611	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
QUEENS THEATRE IN THE PARK INC FLUSING MEADWOS CORONA PARK QUEENS,NY 11368	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE AH-DVP HAMDEN,CT 06518	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	80,000
READ TO GROW INC 53 SCHOOL GROUND ROAD UNIT 3 BRANFORD,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	23,649
REGIONAL YOUTHADULT SUBSTANCE ABUSE PROGRAM 2470 FAIRFIELD AVENUE BRIDGEPORT,CT 06605	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET SUITE 0-814 CHICAGO,IL 60611	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	60,000
ROCK AND ROLL HALL OF FAME AND MUSEUM 1100 ROCK AND ROLL BOULEVARD CLEVELAND,OH 44114	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	6,000
SARAH FOUNDATION 246 GOOSE LANE SUITE 104 GUILFORD,CT 06437	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	2,500
SPECIAL OLYMPICS CONNECTICUT INC 2666 STATE STREET SUITE 1 HAMDEN,CT 06517	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD,CT 06078	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
SYMPHONY SPACE INC 2537 BROADWAY AT 95TH STREET NEW YORK,NY 10025	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	12,480
TEACH FOR AMERICA (CT) 142 TEMPLE STREET SUITE 303 NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	1,000
TEACH FOR AMERICA (NEW YORK) 315 WEST 36TH STREET 7TH FLOOR NEW YORK,NY 10018	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	1,000,000
TEACHING MATTERS INC 475 RIVERSIDE DRIVE SUITE 1270 NEW YORK,NY 10115	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	50,000
THE DIAPER BANK 370 STATE STREET NORTH HAVEN,CT 06473	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	25,000
THE FRIENDS OF YALE HILLEL FOUNDATION 80 WALL STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	3,600
THE PUBLIC THEATRE 425 LAFAYETTE STREET NEW YORK,NY 10003	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	7,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE SMALL THINGS INC 23 MONTOWESE TRAIL WALLINGFORD,CT 06492	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	30,000
THEATRE COMMUNICATIONS GROUP C/O JKS EVENTS 27 UNION SQUARE WEST STE 2 NEW YORK,NY 10003	N/A	PUBLIC	HUMANITARIAN,EDUCATIONAL/COMMUNITY	10,000
TRUTH IN ADVERTISING 984 MAIN STREET BRANFORD,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	690,000
UNITED WAY OF GREATER NEW HAVEN 71 ORANGE STREET NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	303,900
WILLOUGHBY WALLACE MEMORIAL LIBRARY 146 THIMBLE ISLANDS ROAD STONY CREEK,CT 06405	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	20,000
WOMEN & FAMILY LIFE CENTER 96 FAIR STREET GUILFORD,CT 06437	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	5,000
YALE UNIVERSITY SCHOOL OF MEDICINE OFFICE OF DEVELOPMENT 157 CHURCH STREET NEW HAVEN,CT 06510	N/A	PUBLIC	HUMANITARIAN,EDUCATIONAL,COMMUNITY	9,154,700
YOGI BERRA MUSEUM & LEARNING CENTER 8 QUARRY ROAD LITTLE FALLS,NJ 07424	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	120,000
YOUNG MEN'S INSTITUTE LIBRARY 847 CHAPEL STREET NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	10,000
YOUTHS RIGHT MEDIA INC 77 WILLOW STREET 2ND FLOOR NEW HAVEN,CT 06511	N/A	PUBLIC	HUMANITARIAN/EDUCATIONAL/COMMUNITY	40,000
Total  3a				21,230,455

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization SEEDLINGS FOUNDATION	Employer identification number 04-3600502
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization SEEDLINGS FOUNDATION	Employer identification number 04-3600502
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	KAREN PRITZKER AND MICHAEL VLOCK 235 THIMBLE ISLAND ROAD STONY CREEK, CT 06405	\$ 6,200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	KAREN PRITZKER AND MICHAEL VLOCK 235 THIMBLE ISLAND ROAD STONY CREEK, CT 06405	\$ 10,548,440	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	SMART FAMILY FOUNDATION INC 74 PIN OAK LANE WILTON, CT 06897	\$ 36,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	PRITZKER FOUNDATION 200 WEST MADISON STREET SUITE 2500 CHICAGO, IL 60606	\$ 14,455,571	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization SEEDLINGS FOUNDATION	Employer identification number 04-3600502
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2012 Accounting Fees Schedule

Name: SEEDLINGS FOUNDATION

EIN: 04-3600502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	119,900	83,930		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: SEEDLINGS FOUNDATION

EIN: 04-3600502

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2010-04-03	2,243	785	SL	5 0000000000000	449	0		

**TY 2012 Investments Corporate
Bonds Schedule****Name:** SEEDLINGS FOUNDATION**EIN:** 04-3600502

Name of Bond	End of Year Book Value	End of Year Fair Market Value
15916 FDAAX	145,159	145,318

TY 2012 Investments Corporate
 Stock Schedule

Name: SEEDLINGS FOUNDATION
 EIN: 04-3600502

Name of Stock	End of Year Book Value	End of Year Fair Market Value
450 ADS	51,143	65,142
175 AEP MAY 31 2012 175	6,706	7,469
2650 AES	34,040	28,355
550 AFL FEB 3 2012 550	26,829	29,216
705 AMGN	42,928	60,771
475 AMP	27,440	29,749
80 AAPL	15,065	42,574
350 AIZ MAR 23 2012 350	14,070	12,145
250 ATHN NOV 25 2011 250	13,017	18,323
350 AWH	27,636	27,580
75 BEN DEC 26 2012 75	9,684	9,428
260 BIIB MA	20,682	38,056
100 BTI AUG 22 2012 100	10,443	10,125
375 CBOE NOV 25 2011 575	9,645	11,047
700 CBS	18,686	26,635
375 CCE DEC 26 2012 375	11,989	11,899
225 CF	40,653	45,711
575 COF	26,807	33,310
225 COG DEC 26 2012 225	11,434	11,192
1375 CSCO MAR 12 2012 1375	27,291	27,018
100 CL	10,944	10,454
275 COST	19,935	27,151
1350 CMCSA	37,662	50,436
325 CNQR	22,817	21,944
175 CVS JUNE 28 2012 175	7,917	8,461
475 CVX	53,432	51,367
345 DHR	12,832	19,286
250 DEO	29,581	29,145
215 DIS JAN 26 2007 425	7,352	10,705
950 DFS	25,606	36,622

Name of Stock	End of Year Book Value	End of Year Fair Market Value
550 DLPH	18,394	21,038
275 DOX NOV 21,2012 275	8,830	9,347
4000 DVY	197,900	228,960
375 EFX	19,895	20,295
1025 EMC	23,872	25,933
425 EXPE	23,187	26,112
275 FL NOV 21 2012 275	9,303	8,833
350 FRX JU	12,181	12,362
1150 XOM	94,432	99,533
1230 GE	26,411	25,817
75 GOOG	35,161	53,054
175 GS	22,613	22,323
20479.165 GTEYX	553,000	555,190
3000 GWX JAN 26 2009 3000	50,338	83,350
275 HAR SEP 26 2012 275	13,406	12,276
325 HFC SEP 26 2012 325	13,636	15,129
50 ISRG MAR 7 2012 50	26,021	24,519
200 INGR DEC 26 2012 200	13,318	12,886
675 IWM FEB 3 2012 675	53,368	56,915
2575 IYR FEB 3 2012 2575	155,674	166,525
975 IYZ	19,125	23,654
200 JAH JUNE 28 2012 200	8,050	10,340
375 JNJ	24,229	26,288
650 JPM	25,016	28,580
200 KLAC MAR 07 2012 200	9,614	9,552
550 KO	18,548	19,938
1450 KR	32,042	37,729
400 LII SEP 26 2012 575	20,137	21,008
775 LLY	31,481	38,223
850 LNC	22,503	22,015

Name of Stock	End of Year Book Value	End of Year Fair Market Value
895 M	29,708	34,923
375 MCO A	15,321	18,870
100 MMM JUNE 28 2012 100	8,599	9,285
425 MPC	18,234	26,775
1600 NVE	29,248	29,024
75 PG FEB 3 2012 175	4,781	5,092
350 PM	29,812	29,274
125 PRE AUG 22 2012 125	9,236	10,061
900 XLY OCT 1 2010 1250	30,402	42,695
1860 MSFT	48,417	49,380
250 NTAP SEP 26 2012 250	8,982	8,388
450 NOC	26,248	30,703
5000 OEF	288,711	325,450
565 ORCL	11,479	18,826
875 PFE OCT 18 2011 875	16,363	21,944
35 PCLN	5,308	21,714
550 PHM NOV 21 2012 550	8,463	9,988
175 PPG JU	18,375	23,686
175 PRGO	7,539	18,205
150 PRU	7,414	8,000
200 QCOM OCT 18 2011 200	10,479	12,372
250 RGA	15,048	13,380
100 ROP OCT 24 2012 100	10,905	11,148
425 SNI JULY 25 2012 425	23,049	24,616
1285 SYMC	21,870	24,184
700 T	25,138	23,597
350 TAP	15,688	14,977
75 TDG APR 30 2012 75	9,227	10,227
500 TDS OCT 24 2012 500	13,068	11,070
175 TRV NOV 21 2012 175	11,891	12,569

Name of Stock	End of Year Book Value	End of Year Fair Market Value
525 TSO	12,388	23,126
500 TTC JU	19,139	21,490
750 TJX	16,912	31,838
150 UNP SEP 26 2012 250	18,023	18,858
500 UNH JULY 25 2012 625	27,678	27,120
2350 USB	58,169	75,059
450 VRSN	21,649	17,469
750 XLP OCT 18 2011 750	22,960	26,175
750 XLV OCT 18 2011 750	24,367	29,910
200 V	28,995	30,316
225 VAL APR 30 2012 225	11,360	14,040
3650 VIG	192,608	217,431
350 VLO	8,071	11,942
200 VRSK APR 30 2012 200	9,650	10,194
425 VZ AUG 22 2012 500	18,764	18,390
17525 VWO	722,190	780,388
1125 WFC	29,694	38,453
150 WFM OCT 18 2011 150	10,110	13,674
7526.882 WISIX	70,000	102,215
525 WMT	28,129	35,821
100 WPI NOV 21 2012 100	8,265	8,600
250 WYN MAY 31 2012 250	12,437	13,303
1450 IJK	115,046	165,895
3720 EEM MAR 16 2006 1,790	121,936	164,982
4521.837 TFSCX	89,804	82,795
24754.579 PCRIX	210,933	164,370
75000 ADELPHIA JAN 13 05 75,000	29,650	0
125000 ADELPHIA CL A	50,173	800
33964 ALU	487,723	47,210
15000 AA DEC 01 05	423,569	130,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16000 AMR	467,593	12,720
3162 AMZN JULY 18 08 27322	580,701	793,251
93700 AAPL	32,342,764	49,864,601
29067 BWINA DEC 29 05 29,067	741,209	686,446
155861 BWINB DEC 24 01 155,861	3,790,540	3,718,843
5600 BAC NOV 02 07 5,600	251,806	65,016
670 C NOV 02 07 6,700	249,548	26,505
50000 GLW DEC 29 05 50,000	1,002,500	631,000
3007 CVH DEC 29 05 3,007	170,948	134,804
18000 FCEA JUL 31 07 18,000	1,008,165	290,700
426 FRP	3,150	0
18500 GE	657,433	388,315
7500 EFA NOV 23 05 39,400	437,775	426,450
10000 EEM APR 11 07 10,000	401,472	443,500
21175 MRK	886,736	866,905
40100 NOK	1,269,717	158,395
17100 NT	495,181	86
9625 NUAN MAY 14 04 9,625	111,650	214,830
4301 RCL DEC 29 05 4,301	179,352	146,234
750 RATE JUNE 22 2011 750	11,250	9,338
357980 SIRI	1,386,102	1,034,562
1000 VHS JUNE 27 2011 1000	18,000	12,250
4464 FTR	33,836	19,106
600 WAIR JULY 28 2011 600	9,000	7,926

TY 2012 Land, Etc. Schedule

Name: SEEDLINGS FOUNDATION

EIN: 04-3600502

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	2,243	1,234	1,009	1,009

TY 2012 Other Expenses Schedule**Name:** SEEDLINGS FOUNDATION**EIN:** 04-3600502

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FEE - ILLINOIS	15	0		0
TEACHERS COLLABORATIVE	140,664	0		140,664
OFFICE EXPENSE	61	0		0
CONSULTANT FEES FOR DYSLEXIA PROGRAM	42,060	0		0
MISCELLANEOUS EXPENSES	1,319	0		0
SECRETARY OF STATE	10	0		0
EMAIL SUPPORT & TECH SUPPORT	152	0		0

TY 2012 Other Professional Fees Schedule**Name:** SEEDLINGS FOUNDATION**EIN:** 04-3600502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	19,533	19,533		0

TY 2012 Taxes Schedule**Name:** SEEDLINGS FOUNDATION**EIN:** 04-3600502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	10,919	10,919		0
FEDERAL TAXES PAID	3,946	0		0